

WC 04-262

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FCC/MELLON

JUL 02 2004

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0589
Page No. ____ of ____

(1) LOCKBOX #

REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card)

WEBSHOPPE COMMUNICATIONS, INC.

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$860.00

(4) STREET ADDRESS LINE NO. 1

3055 LORNE ROAD

(5) STREET ADDRESS LINE NO. 2

SUITE 100

(6) CITY

BIRMINGHAM

(7) STATE

ALABAMA

(8) ZIP CODE

35216

(9) DAYTIME TELEPHONE NUMBER (Include area code)

205-822-7353

(10) COUNTRY CODE (If not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0011172996

(12) FCC USE ONLY

IF MORE THAN ONE APPLICATION, USE CONTINUATION SHEETS (FORM 159-C)

COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICATION NAME

WEBSHOPPE COMMUNICATIONS, INC.

(14) STREET ADDRESS LINE NO. 1

3055 LORNE ROAD

(15) STREET ADDRESS LINE NO. 2

SUITE 100

(16) CITY

BIRMINGHAM

(17) STATE

ALABAMA

(18) ZIP CODE

35216

(19) DAYTIME TELEPHONE NUMBER (Include area code)

205-822-7353

(20) COUNTRY CODE (If not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0010421980

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE \$860.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FCC DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, Robin Norton, Consultant to WebShoppe Communications, Inc., certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

Robin Norton

DATE: July 1, 2004

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____

EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) / authorization herein described.

SIGNATURE _____

DATE _____



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

July 1, 2004
Via Overnight Delivery

Ms. Marlene H. Dortch, FCC Secretary
Federal Communications Commission
c/o Mellon Bank
Post Office Box 358145
Pittsburgh, PA 15251-5145

RE: Notice of Transfer of Control

In the Matter of **WebShoppe Communications, Inc. and Collegiate Internet Company, LLC:**

Application for Authority to Transfer of Control pursuant
to Section 214 of the Communications Act of 1934, as amended

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of the Notice of Transfer of Control filed on behalf of WebShoppe Communications, Inc. ("WebShoppe") along with the filing fee of \$860.00. WebShoppe is a certificated interstate interexchange telecommunications carrier. The stock of WebShoppe is being acquired by Collegiate Internet Company, LLC. WebShoppe will continue to operate as a separate, wholly owned subsidiary of Collegiate Internet Company, LLC.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-3004 or rnorton@tminc.com.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Robin Norton, Consultant to
WebShoppe Communications, Inc.

RN/bc

cc: William Buchalter, WebShoppe
file: WebShoppe - FCC - Domestic
tms: FCCX0401

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
WebShoppe Communications, Inc. and)
Collegiate Internet Company, LLC)
Application for Authority to Transfer)
Control pursuant to Section 214 of the)
Communications Act of 1934, as amended)

File No. _____

TRANSFER OF CONTROL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214, and Sections 63.04, 63.18 and 63.24 of the Commission's Rules, 47 C.F.R. Section 63.04, 63.18 and 63.24, WebShoppe Communications, Inc. ("Applicant" or "WebShoppe"), a domestic corporation organized under the laws of Alabama, hereby requests authority to transfer control of the company to Collegiate Internet Company, LLC.

On January 30, 2004, Applicant and Buyer entered into an Operating Agreement. Upon consummation of the Transfer, Buyer will own 100% of the outstanding shares of common stock in Applicant. Applicant will remain a separate operating company. The Operating Agreement does not contemplate that Buyer will operate directly as a telecommunications services provider.

Applicant seeks to sell 100% of its outstanding stock in WebShoppe Communications, Inc. to Collegiate Internet Company, LLC ("Buyer" or "Collegiate."), a domestic corporation organized under the laws of the State of Alabama. Through the proposed transaction (herein the "Transfer"), Applicant will become a wholly-owned subsidiary of Buyer, but will continue to exist as a separate entity. WebShoppe is currently authorized to provide interstate interexchange and international telecommunications services, and will continue to operate as a telecommunications services provider under the name WebShoppe Communications, Inc. after the Transfer. This Transfer will result in a stronger financial position from which to continue providing quality service options to customers of WebShoppe.

*Petition for Authority to Transfer Control
Webshoppe Communications, Inc.*

Consummation of the Transfer is scheduled to occur as soon as practicable following the ~~satisfaction of the conditions set forth in the Operating Agreement and receipt of all regulatory approvals.~~

In support of this Application, Applicant and Buyer provide the following summary information pursuant to §63.18 (a) -(d) of the Commission's rules:

I. THE APPLICANT

Applicant is a privately held corporation organized pursuant to the laws of the State of Alabama. Applicant is authorized to provide local exchange and intrastate interexchange telecommunications services in the state of Alabama. Applicant is also authorized to provide interstate interexchange and international telecommunications services. WebShoppe has received previous international global resale authority under Section 214, ITC-214-20010830-00456, granted September 21, 2001.

Applicant will continue its operations from its current headquarters location:

WebShoppe Communications, Inc.
16 Broad Street
Alexander City, Alabama 35010
Telephone: (256) 329-2574
Facsimile: (256) 329-1997

II. THE BUYER

Buyer is a privately held corporation organized pursuant to the laws of the state of Alabama. Buyer is a limited liability corporation organized for the purpose of being an internet service provider. Buyer is not a telecommunications provider. Collegiate has not previously received authority under Section 214. Collegiate is located at:

Collegiate Internet Company, LLC
3055 Lorne Road, Suite 100
Hoover, Alabama 35216
Telephone: 205-822-7353
Facsimile: 205-823-6404

III. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Robin Norton, Consultant to Applicant and Buyer
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
email: rmorton@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of WebShoppe will continue to be:

Craig Uptagrafft, Vice President
WebShoppe Communications, Inc.
16 Broad Street
Alexander City, Alabama 35010
Telephone: (256) 329-2574
Facsimile: (256) 329-1997

The name and address of the appropriate contact for Collegiate is:

Mr. William O. Buchalter
Collegiate Internet Company, LLC
3055 Lorne Road, Suite 100
Hoover, Alabama 35216
Telephone: 205-822-7353
Facsimile: 205-823-6404

IV. In support of this Application, Buyer also provides the following summary information pursuant to §63.18 (h) -(p) of the Commission's rules:

(h) Collegiate Internet Company, LLC certifies that there exist no interlocking directorates with any foreign carrier. In support of its request Collegiate Internet Company, LLC submits the following information on its ten percent or greater direct and indirect shareholders or other equity holders:

<u>Name/Address</u>	<u>Ownership %</u>	<u>Citizenship</u>	<u>Principal Business</u>
William O. Buchalter 3055 Lorne Road, Suite 100 Hoover, AL 35216	93.75%	USA	Telecommunications

IV. Continued

- (i) Buyer is not a foreign carrier, nor is it affiliated with nor does it control a foreign carrier as defined in Section 63.09(d), in any destination market.
- (j) Buyer is not a telecommunications carrier, nor does it seek to provide international telecommunications services to any country.
- (k) Not applicable.
- ~~(l)~~ Not applicable.
- (m) Not applicable.
- (n) Buyer certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route, where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and will not enter into such agreements in the future.
- (o) Buyer certifies that neither Buyer nor any party to this application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a.
- (p) Collegiate requests streamlined processing of this application pursuant to Section 63.12. In support of this request, Collegiate states that it is not affiliated with a foreign carrier in a destination market, is not affiliated with a dominant U.S. carrier whose international switched or private line services it plans to resell, nor does it seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

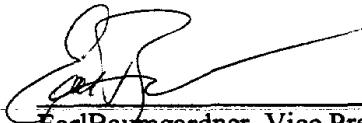
V. In support of this Application, Applicant and Buyer also provide the following information pursuant to §63.04(a)(7) -(a)(12) of the Commission's rules:

- (7) Applicant is an authorized local and long distance telecommunications services provider in Alabama. Applicant also provides domestic interstate and international telecommunications to its Alabama customers. Buyer is not a telecommunications provider.
- (8) This Application qualifies for presumptive streamlined processing under Section 63.03 (b) on the basis that:
 - (1) (i) Buyer (transferee) is not a facilities-based carrier; however, Applicant is a facilities-based CLEC pursuant to Alabama rules;
 - (ii) Buyer (transferee) is not a telecommunications provider, and has no parents or affiliates that are telecommunications providers;
 - (iii) Not applicable.
- (2) the proposed Transfer will result in Buyer having less than 10 percent share of the interstate, interexchange market; local exchange services will be provided in geographic areas served by a dominant local exchange carrier who is not a party to this Transfer; and neither Applicant nor Buyer is a dominant carrier with respect to any service.
- (9) No other applications related to the Transfer have been filed with the Federal Communications Commission.
- (10) Neither Applicant nor Buyer request any special consideration as neither party to the transaction are facing imminent business failure.
- (11) No waiver requests have been filed with respect to this transaction, and none are sought.
- (12) Grant of this application will not have any significant impact on competition in the domestic market. However, competition in the market - including the competition of Applicant - benefits consumers of domestic telecommunications services. The benefits of competition include lower prices and increased availability of a variety of service options.

The proposed Transfer described herein will be transparent to customers, and will not result in the change of any rate, term or condition of service. Customers will continue to receive the same high-quality service at the same rates, terms and conditions. Significantly, customers should benefit from the proposed Transfer, as it will ensure that the Applicant has the capital necessary to grow and expand its business. It will also improve Applicant's overall financial condition by replacing high cost debt with lower cost debt, improving cash flow and thus enabling realization of significant economic and marketing efficiencies, thereby allowing Applicant to compete more effectively and efficiently in the competitive telecommunications marketplace, and enhancing its ability to offer high-quality cost-competitive services. Thus, the grant of this application is consistent with the public interest

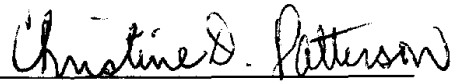
VERIFICATION

I, Earl Baumgardner, hereby declare under penalty of perjury, that I am Vice President of Applicant; that I am authorized to make this verification on behalf of Applicant; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Earl Baumgardner, Vice President
Webshoppe Communications, Inc.

Sworn to and subscribed before me this 3rd day of May, 2004.



Notary Public

My Commission expires:

MY COMMISSION EXPIRES
DECEMBER 31, 2008.

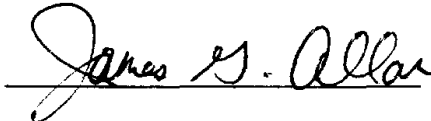
VERIFICATION

I, William O. Buchalter, hereby declare under penalty of perjury, that I am President of Buyer; that I am authorized to make this verification on Buyer's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



William O. Buchalter, President
Collegiate Internet Company, LLC

Sworn to and subscribed before me this 28 day of June, 2004.



Notary Public

My Commission expires:

JAMES G. ALLAN
ALABAMA STATE AT LARGE
~~TERM 10/3/2002 TO 10/3/2006~~